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6 Attorneys for Debtor-in-Possession

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8 **UNITED STATES BANKRUPTCY COURT**  
9 **EASTERN DISTRICT OF CALIFORNIA -FRESNO DIVISION**

10  
11 In re:

12 J & D WILSON AND SONS DAIRY,  
13 Debtor-in-Possession.

Case No. 14-10588-B-11

Chapter 11

DC No. KDG-17

Date: July 10, 2014

Time: 9:00 A.M.

Place: United States Bankruptcy Court  
2500 Tulare Street, Fifth Floor  
Department B, Courtroom 12  
Fresno, California

Judge: Honorable W. Richard Lee

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19 **DECLARATION OF GEORGE J. DEMOS IN SUPPORT OF SECOND**  
20 **INTERIM APPLICATION FOR ALLOWANCE**  
21 **OF FEES AND EXPENSES BY FINANCIAL ADVISORS**  
**(\$34,080.00 in fees and \$181.81 in costs)**

22 I, GEORGE J. DEMOS, declare as follows:

23 1. I am a certified turnaround professional (CTP), a certified public accountant  
24 (CPA), and a senior managing director for GlassRatner Advisory & Capital Group, LLC, a  
25 national advisory firm with offices in seven major cities ("GlassRatner or Applicant"). I am over  
26 the age of eighteen and could and would testify as to the information contained here.

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1           2.       I make this declaration in support of the *Second Interim Application for*  
2 *Allowance of Fees and Expenses by Financial Advisors* (“the Application”). I base this  
3 declaration on my personal knowledge from working on this file as a financial advisor for  
4 J & D WILSON AND SONS DAIRY, Debtor-in-Possession (“Debtor”), the files and records  
5 of the Bankruptcy Court, and my files and business records. It is the practice of the financial  
6 advisors and staff at GlassRatner, to record the time and costs spent on projects regularly and  
7 accurately and to make the records at or near the time that they work on the projects.  
8 GlassRatner maintains the time and cost records as one of its business records.

9           3.       Based on my review of the business records, I believe that all the information  
10 contained in the Application and the Exhibit to the Application is correct. The Application  
11 and the Exhibit accurately reflect services rendered and advanced by GlassRatner on behalf of  
12 Debtor from March 1, 2014 through May 31, 2014. A list of services provided to Debtor,  
13 sorted by task code, is attached to the Exhibits as Exhibit “A.”

14           4.       The names and hourly rates of GlassRatner’s professionals who billed time  
15 associated with the fees requested are included in the Application. I am familiar with the  
16 hourly rates charged by comparably skilled practitioners at GlassRatner, and in the Eastern  
17 District. The compensation requested by the Application is based on hourly rates that are  
18 comparable to the rates generally charged by comparably skilled practitioners in cases other  
19 than cases under Title 11.

20           5.       All professional services for which allowance of compensation is requested  
21 were performed by GlassRatner for and on behalf of Debtor and not on behalf of any  
22 committee, creditor, or any other person.

23           6.       GlassRatner has filed one prior application for allowance of fees and costs in  
24 this case on April 3, 2014, (“First Application”) for the period including February 7, 2014  
25 through February 28, 2014. The Court approved the \$5,647.50.00 in fees requested in the  
26 First Application, and entered an order approving the fees requested in the First Application  
27 on April 25, 2014. GlassRatner withdrew \$5,647.50 from the \$24,094.59 retainer held in its  
28 trust account in Debtor’s name as payment in full of the fees approved in the First

1 Application. GlassRatner holds retainer balance in trust in Debtor's name in the amount of  
2 \$18,447.09.

3 7. Debtor filed a Voluntary Petition for relief under Chapter 11 of the United  
4 States Bankruptcy Code on February 7, 2014.

5 8. On March 14, 2014, the Bankruptcy Court entered an order authorizing  
6 employment of GlassRatner, as Financial Advisors for Debtor.

7 9. I am the person overseeing the financial advising of Debtor. I have over 30  
8 years' experience of combined public accounting and private industry experience. A copy of  
9 my biography is attached to the Exhibits as Exhibit "B". Patrick Lacy, an associate with  
10 GlassRatner assisted me in this matter. Mr. Lacy assisted with the preparation of cash flow  
11 projections for Debtor's use of cash collateral, for negotiations with Wells Fargo Bank, and  
12 for Debtor's Plan of Reorganization. A copy of Mr. Lacy's biography is attached to the  
13 Exhibits as Exhibit "C".

14 10. As the result of Applicant's efforts undertaken from March 1, 2014 through  
15 May 31, 2014, Applicant has participated in the following activities which has been beneficial  
16 to the estate:

17 Business Operations - Category 20 (3.0 hours, \$900.00 in fees)

18 a. Communicate with Counsel for Debtor, Lessor, and Debtor regarding  
19 leases; and

20 b. Analyze proposed land lease;

21 Business Analysis - Category 30 (23.40 hours, \$5,437.50 in fees)

22 c. Communicate with Counsel and Debtor regarding cash flow budgets;

23 d. Prepare cash flow budgets for use with cash collateral stipulations and  
24 long term budgets for plan;

25 e. Revise cash flow budgets as necessary;

26 f. Analyze farming costs;

27 g. Analyze lease costs; and

28 h. Prepare budget to actual and budget variance reports;

1 Non-Working Travel – Category 40 Billed at half travel time (4.10 hours, \$1,230.00  
2 in fees)

- 3 i. Travel to and from meetings in Visalia with Debtor and accountants for  
4 Debtor;  
5 j. Travel to and from meetings in Tulare with Debtor, counsel for Debtor,  
6 and Lessor;  
7 k. Travel to and from meetings in Los Angeles with Debtor, counsel for  
8 Debtor, and secured creditor (Wells Fargo Bank), and its attorneys;

9 Employment/Fee Application – Category 060 (1.50 hours, \$450.00 in fees)

- 10 l. Review, revise, approve, and sign employment application prepared by  
11 counsel for Debtor  
12 m. Review, revise, approve, and sign First Application, including prepare  
13 exhibits to First Application; and  
14 n. Telephone conference with counsel for Debtor regarding First  
15 Application;

16 Creditor Meeting/Communication Calls – Category 090 (2.30 hours, \$690.00 in fees)

- 17 o. Telephone conference with secured creditors regarding timing and plan  
18 budgets; and  
19 p. Meetings in Los Angeles with Debtor, counsel for Debtor, and secured  
20 creditor (Wells Fargo Bank), and its attorneys;

21 Plan and Disclosure Statement – Category 100 (100.20 hours, \$25,372.50 in fees)

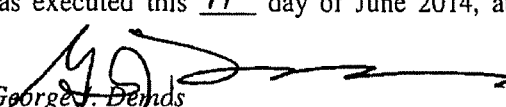
- 22 q. Analyze Debtor's historical data for plan development;  
23 r. Communicate with counsel for debtor, accountants, and Debtor to  
24 regarding plan development;  
25 s. Development of Plan and various Plan Budget scenarios;  
26 t. Research 2014 Farm Bill Margin Protection Program and dairy trends  
27 for budget preparation;  
28 u. Revise Cash Flow model (Budgets); and

1 v. Review and provide input on Wells Fargo Bank Term Sheet.

2 11. The above-services rendered by GlassRatner were necessary to the  
3 administration of the estate and were beneficial to the estate.

4 12. I declare under penalty of perjury under the laws of the United States of  
5 America that the foregoing is true and correct and if called as a witness I could and would  
6 testify competently thereto.

7 I further declare that this declaration was executed this 11<sup>th</sup> day of June 2014, at  
8 Irvine, California.

  
/s/ George J. Demos  
GEORGE J. DEMOS

ORIGINAL